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Norfolk, Virginia 23510-9241

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**VIA AIRBORNE EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed please find an original and one copy of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Termination of Master Lease Agreement, a secondary document, dated as of July 28, 2005. The primary document to which this is connected is recorded under Recordation No. 22868.

The names and addresses of the parties to the secondary document are as follows:

Lessor:	NSRC I Master Trust c/o Wilmington Trust Company Rodney Square North Wilmington, DE 19890-0001
Lessee:	Norfolk Southern Railway Company Three Commercial Place Norfolk, VA 23510

David A. Shelton  
General Attorney

August 9, 2005  
CO59.S3-171.4



RECORDATION NO. 22868-6 FILED

AUG 12 '05

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SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
August 9, 2005  
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The equipment originally covered by the document is generally described as follows:

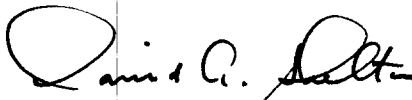
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Road Numbers (inclusive)</u>
140	Dash 9-CW 4000-4400 h.p. locomotives (General Electric Company)	NS	<b>9395-9534</b>

A recordation fee of \$33.00 is enclosed pursuant to 49 CFR § 1002.2(f)(83). If not needed by the Board for recordation, please return either or both of the documents to me at the above address.

A short summary of the document to appear in the index follows:

Termination of Master Lease Agreement dated as of July 28, 2005, to terminate Master Lease Agreement with Recordation No. 22868, dated as of March 31, 2000, covering 140 Dash 9-CW 4000-4400 horsepower locomotives numbered 9395-9534, inclusive.

Sincerely,

  
David A. Shelton

Enclosures

AUG 12 '05

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**TERMINATION OF MASTER LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

The undersigned, NSRC I Master Trust, as Lessor, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby acknowledge the termination of the Master Lease Agreement, dated as of March 31, 2000, (as amended, modified or supplemented, the "Lease"), with Norfolk Southern Railway Company, as Lessee.

A Memorandum of Lease was duly recorded with the Surface Transportation Board on March 31, 2000, under Recordation Number 22868 and, along with Lease Supplement No. 1 recorded on March 31, 2000, and Lease Supplement No. 2 recorded on June 30, 2000, covers the following railroad equipment:

140 multiple purpose Dash 9-40CW, 4000-4400 horsepower locomotives bearing road numbers 9395 – 9534 inclusive.

IN WITNESS WHEREOF, Wilmington Trust Company, as Owner Trustee, has caused this Instrument to be executed by its officer thereunto duly authorized this 28<sup>th</sup> day of July 2005.

NSRC I Master Trust

By: Wilmington Trust Company, not in  
its individual capacity but as Owner  
Trustee

By: Title: Financial Services Officer

State of DELAWARE )

County of NEW CASTLE )

ss:

On this 28 day of July, 2005, before me personally appeared Dorri Wolhar, to me personally known, who being by me duly sworn, says that (s)he is a ~~Financial Services Officer~~, of Wilmington Trust Company and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly E. Faulhaber

NOTARY PUBLIC

(Notarial Seal)

KIMBERLY ELIZABETH FAULHABER

Notary Public - State of Delaware

My Commission expires:

My Comm. Expires April 9, 2007